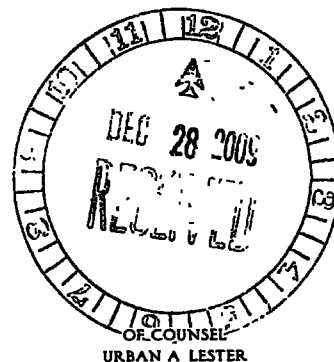


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December 23, 2009

RECORDATION NO. 28156 FILED

Chief
Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, S W
Washington, D.C. 20423

DEC 23 '09 -10 30 AM

SURFACE TRANSPORTATION BOARD

Master Service Contract 8-6304, Rider 37

Dear Section Chief,

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Lease, dated as of December 21, 2009, a primary document as defined in the Board's Rules for the Recordation of Documents.

The name and address of the party to the enclosed document are:

Lessor: American Railcar Leasing LLC
620 North Second Street
St. Charles, Missouri 63301

[Lessee: Canexus Chemicals Canada LP
801 7 Ave SW
Calgary AB T2P 3P7
Canada]

Section Chief
December 23, 2009
Page 2

A description of the railroad equipment covered by the enclosed document is:

40 railcars: SHPX 432887 - SHPX 432926.

A short summary of the document to appear in the index is:

Memorandum of Lease.

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'R. Alvord', with a stylized flourish at the end.

Robert W. Alvord

RWA/sem
Enclosures

MEMORANDUM OF LEASE

This Memorandum of Lease is prepared and filed by American Railcar Leasing LLC, a Delaware limited liability company, on behalf of (i) itself as lessor and/or as assignee of ACF Industries, Incorporated, ACF Industries LLC, American Railcar Industries, Inc., and/or ACF Acceptance LLC as the sole member of various ACF Acceptance entities, and/or (ii) as manager for one or more of the following affiliated lessors: ARI First LLC, ARI Second LLC, ARI Third LLC, ARL II Funding LLC and Shippers Third LLC, all with respect to **Canexus Chemicals Canada LP**, an Alberta, Canada Limited Partnership, ("Lessee").

American Railcar Leasing LLC (as assignor or lessor, herein, "Lessor") and Lessee have entered into that certain **Master Service Contract 8-6304, rider 37**, dated as of **11/14/08** (as amended, changed, assigned, modified and supplemented from time to time, together with any schedules and exhibits thereto, the "Lease"), pursuant to which Lessee leased the railcars listed on Schedule A attached hereto from Lessor on the terms and conditions set forth therein, and from time to time may lease other railcars bearing the reporting marks **SHPX**.

RECORDATION NO. 28156 FILED

DEC 23 '09 -10 30 AM

ILLINOIS TRANSPORTATION BOARD

Schedule A

Equipment

Canexus Chemicals Canada LP

Contract 8-6304 rider 37

<u>Quantity</u>	<u>Description</u>	<u>Reporting Marks</u>	<u>Road Numbers</u>
	Hopper	SHPX	432887
	Hopper	SHPX	432888
	Hopper	SHPX	432889
	Hopper	SHPX	432890
	Hopper	SHPX	432891
	Hopper	SHPX	432892
	Hopper	SHPX	432893
	Hopper	SHPX	432894
	Hopper	SHPX	432895
	Hopper	SHPX	432896
	Hopper	SHPX	432897
	Hopper	SHPX	432898
	Hopper	SHPX	432899
	Hopper	SHPX	432900
	Hopper	SHPX	432901
	Hopper	SHPX	432902
	Hopper	SHPX	432903
	Hopper	SHPX	432904
	Hopper	SHPX	432905
	Hopper	SHPX	432906
	Hopper	SHPX	432907
	Hopper	SHPX	432908
	Hopper	SHPX	432909
	Hopper	SHPX	432910
	Hopper	SHPX	432911
	Hopper	SHPX	432912
	Hopper	SHPX	432913
	Hopper	SHPX	432914
	Hopper	SHPX	432915
	Hopper	SHPX	432916
	Hopper	SHPX	432917
	Hopper	SHPX	432918
	Hopper	SHPX	432919

Schedule A

Equipment

Canexus Chemicals Canada LP

Contract 8-6304 rider 37

<u>Quantity</u>	<u>Description</u>	<u>Reporting Marks</u>	<u>Road Numbers</u>
	Hopper	SHPX	432920
	Hopper	SHPX	432921
	Hopper	SHPX	432922
	Hopper	SHPX	432923
	Hopper	SHPX	432924
	Hopper	SHPX	432925
	Hopper	SHPX	432926
40			

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document

Dated 12/23/09



Robert W Alvord